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Hearing Date: November 29, 2005
10:00 A.M.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re:	:
	:
DELPHI CORPORATON, <i>et al.</i> ,	:
	:
Debtors.	:
-----X	

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

**OBJECTION OF WILMINGTON TRUST COMPANY, AS INDENTURE TRUSTEE TO
DEBTORS' MOTION FOR ORDER UNDER 11 U.S.C. §§363(b) AND 365(a) AND FED.
R. BANKR. P. 9019 APPROVING PROCEDURES TO ASSUME CERTAIN AMENDED
AND RESTATED SOLE SOURCE SUPPLIER AGREEMENTS]**

Wilmington Trust Company ("WTC"), in its capacity as indenture trustee with respect to certain senior notes in the aggregate principal amount of \$2 Billion issued by Delphi Corporation ("Delphi"), by and through its undersigned attorneys, Kirkpatrick & Lockhart Nicholson Graham LLP ("K&LNG"), hereby objects to the Motion for Order Under 11 U.S.C. §§363(b) and 365(a) and Fed. R. Bankr. P. 9019 Approving Procedures to Assume Certain Amended and Restated Sole Source Supplier Agreements (the "Motion") filed by Delphi and its affiliated debtors in these jointly administered cases (collectively, the "Debtors"), and in support thereof states as follows:

1. WTC hereby objects to the relief requested by the Debtors' Motion because it is not authorized by the Bankruptcy Code, and is not in the best interests of the Debtors' estates and creditors.

2. In light of the extraordinary nature of the relief requested by the Debtors' Motion, and the fact that a hearing is presently scheduled for November 29, 2005, WTC intends to seek immediate and expedited discovery from the Debtors concerning the Motion.

3. Consequently, WTC is filing this preliminary objection for the purpose of creating a contested matter under Rule 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), in order to avoid any question as to the existence of a contested matter entitling it to take discovery in accordance with the provisions of Bankruptcy Rules 7026 through 7034 prior to the hearing. WTC expressly reserves the right, and intends, to supplement or amend this objection prior to the objection deadline applicable to the Motion.

WHEREFORE, WTC respectfully requests entry of an Order denying the Debtors' Motion, and granting such other and further relief as this Court deems just and proper.

Respectfully submitted,

KIRKPATRICK & LOCKHART
NICHOLSON GRAHAM LLP

Dated: New York, New York
November 19, 2005

By: /s/ Edward M. Fox
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as Indenture Trustee
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